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and Nominal Defendant Coherent, Inc.

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION**

In re COHERENT, INC. SHAREHOLDER  
DERIVATIVE ACTION

Lead Case No. C-07-0955-JF

DERIVATIVE ACTION

This Document Related To:

**STIPULATION AND [PROPOSED]  
ORDER**

ALL ACTIONS.

1 WHEREAS, on June 25, 2007, plaintiffs filed a consolidated amended complaint (the  
2 “Complaint”) in this consolidated shareholder derivative action; and

3 WHEREAS, pursuant to the Court’s April 17, 2008 order approving the parties’ stipulated  
4 pleading schedule, the individual defendants filed motions to dismiss the Complaint on May 2,  
5 2008, and plaintiffs filed their oppositions to the motions to dismiss on June 2, 2008; and

6 WHEREAS, pursuant to the parties’ stipulation, this Court entered an order on December  
7 10, 2008 continuing the individual defendants’ deadline to file their reply memoranda in support  
8 of their motions to dismiss to January 5, 2009 so that the parties could continue their renewed  
9 settlement discussions; and

10 WHEREAS, the Special Litigation Committee of Coherent’s Board of Directors (the  
11 “SLC”) and plaintiffs have now attended three mediation sessions with Justice Howard B. Weiner  
12 (Ret.) and remain engaged in ongoing settlement discussions with the assistance of Justice  
13 Weiner; and

14 WHEREAS, the Parties want to focus their efforts on settlement and avoid unnecessary  
15 litigation expenses and preserve judicial resources; and

16 WHEREAS, in light of the foregoing, the parties have agreed, subject to Court approval,  
17 that the date for defendants to file their reply briefs in support of their motions to dismiss should  
18 be continued until January 12, 2009, in order to allow the Parties to continue their good faith  
19 settlement discussions; and

20 WHEREAS, the agreed upon schedule is not for the purpose of delay, promotes judicial  
21 efficiency, and will not cause prejudice to any party;

22 THEREFORE, IT IS STIPULATED AND AGREED by plaintiffs, defendants and the  
23 SLC, through their undersigned counsel, subject to approval of the Court, as follows:

24 1. The individual defendants’ reply briefs in support of their motions to dismiss shall  
25 be due on January 12, 2009, unless the parties advise the Court that a settlement has been  
26 reached. The parties will not seek or engage in any discovery proceedings prior to that date. The  
27 parties reserve their rights to seek an additional stay at any time, either jointly or separately.  
28

2. The Case Management Conference currently scheduled for January 9, 2009 should be rescheduled to a later date.

3. By executing this Stipulation, the parties have not waived and expressly retain all claims, defenses and arguments whether procedural, substantive or otherwise.

IT IS SO STIPULATED.

Dated: December 29, 2008

/s/ Kathleen A. Herkenhoff

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1 Dated: December 29, 2008

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17 Gerald C. Barker, Kevin P. Connors, Robert M.  
18 Gelber and James L. Hobart

12 I, Michael C. Tu, am the ECF user whose ID and password are being used to file this  
13 Stipulation and [Proposed] Order Extending Time to Respond to Complaint. In compliance with  
14 General Order 45(X), I hereby attest that the other signatories have concurred in this filing.

14 /s/ Michael C. Tu

15 Michael C. Tu

16 **ORDER**

17 Pursuant to the parties' stipulation, IT IS SO ORDERED. [The Case Management  
18 Conference is rescheduled to January 30, 2009 at 10:30 am]

19  
20 Dated: 1/5/09

21   
22 HON. JEREMY FOGEL  
23 UNITED STATES DISTRICT COURT JUDGE  
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26  
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